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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

DEBORAH DONOGHUE,

Plaintiff,

- against -

MIDWEST ENERGY EMISSIONS CORP.,

Nominal Defendant,

-and –

ALTERNA CORE CAPITAL ASSETS FUND II, L.P., ALTERNA CAPITAL PARTNERS LLC, ALTERNA GENERAL PARTNER II LLC, AC MIDWEST ENERGY LLC, HARRY V. TOLL, ERIC M. PRESS, EARLE GOLDIN, JAMES C. FURNIVALL and ROGER P. MILLER,

Defendants.

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COMPLAINT FOR RECOVERY OF SHORT-SWING PROFITS UNDER 15 USC 78p(b)

Jury Trial Demanded

DEBORAH DONOGHUE, by David Lopez, Esq., her attorney, complaining of the defendants, respectfully alleges the following upon information and belief, except as to paragraph 2 which plaintiff alleges on personal knowledge.

JURISDICTION:

1. This action arises under the provisions of Section 16(b) of the Securities Exchange Act of 1934, as amended (the "Act"), 15 U.S.C. Section 78p(b), and jurisdiction is conferred upon this court by Section 27 of the Act, 15 U.S.C. Section 78aa.

THE PARTIES AND VENUE:

2. Plaintiff is a security owner of MIDWEST ENERGY EMISSIONS CORP. ("MIDWEST"), a Delaware Corporation with principal offices at 670 D Enterprise Drive, Lewis Center, Ohio 43035.

3. At all times relevant the common stock of MIDWEST was registered under Section 12(g) of the Act and was and is traded on the Over The Counter Venture Marketplace (OTCQB) through market-makers located within this district. One or more of the purchases or sales to be described took place within the district.

4. This action is brought in the right and for the benefit of MIDWEST which is named as a party defendant solely in order to have all necessary parties before the court.

5. At all times relevant ALTERNA CORE CAPITAL ASSETS FUND II, L.P., ALTERNA CAPITAL PARTNERS LLC, ALTERNA GENERAL PARTNERS LLC, AC MIDWEST ENERGY LLC, HARRY V. TOLL, ERIC M. PRESS, EARLE GOLDIN, JAMES C. FURNIVALL and ROGER MILLER ("the DEFENDANTS") were and individually are insiders of MIDWEST, to wit: more-

than 10% beneficial owners of a class of equity security of MIDWEST and thereby fiduciaries. They functioned as a group under common control under Section 13(d) of the Act and are liable for profits realized to the extent of their individual pecuniary interests in such profits.

6. The DEFENDANTS maintain a principal place of business or are found c/o Alterna Capital Partners LLC, 15 River Road, Suite 320, Wilton, Connecticut 06987.

STATUTORY REQUISITES:

7. The violations of Section 16(b) of the Act to be described herein involve non-exempt securities in non-exempt transactions engaged in by non-exempt persons within the meaning of the Act.

8. Demand for prosecution was made on MIDWEST on April 10, 2015, and again on May 5, 2015.

9. There has been no response from MIDWEST to such demands notwithstanding the passage of sixty days, as required by the statute.

10. Further delay in the filing of suit would be a futile gesture.

11. This action is brought within two years of the occurrence of the violations to be described herein or within two years of the time when reports required by 15 U.S.C. 78p(a) setting forth the substance of the transactions here complained of were first filed with the Securities & Exchange Commission.

FIRST CLAIM FOR RELIEF:

12. The DEFENDANTS, including ALTEMA CORE CAPITAL ASSETS FUND II, L.P., received the benefit of a material re-pricing of a warrant it held for the purchase of 12,500,000 shares of MIDWEST on March 16, 2015. Prior to the re-pricing the exercise price was $1.00 per share. Subsequent to the re-pricing the exercise price was $0.50 per share.

13. Such re-pricing, as a matter of law, is deemed the equivalent of the sale of the shares underlying the previously existing warrant and the purchase of the shares underlying the new warrant, both at the fair market value of the underlying shares on the date of modification, March 16, 2015, being $0.66 to $0.69, more or less (or such other value as discovery may establish).

14. The DEFENDANTS purchased warrants for the acquisition of the following numbers of shares of MIDWEST common stock on the dates, in the quantities and at the approximate fair market values shown below (subject to adjustment to reflect results of discovery) each such purchase being within a period of less than six month of the deemed sale of March 16, 2015:

Date	Quantity	Fair Market Value (Est.)
12/31/14	107,139	0.60 - 0.61
01/31/15	108,246	0.48 - 0.50
02/28/15	98,781	0.36 - 0.45
05/31/15	81,164	0.55 - 0.59

15. The foregoing purchases and deemed sale may be matched against one another using the "lowest-in, highest-out" method to produce profits recoverable from The DEFENDANTS. The amounts of such profits are unknown to Plaintiff and will require discovery as to contemporaneous fair market values for shares of the common stock of MIDWEST on the dates of purchase in order to compute.

16. Such profits are recoverable on behalf of MIDWEST by Plaintiff as a shareholder of MIDWEST, the latter having refused to recover in its own right and for its own benefit.

SECOND CLAIM FOR RELIEF:

17. This Second Claim For Relief is a precaution against possible errors of detail attributable to inaccuracies in the public record or the discovery of additional trades during the course of this action.

18. The DEFENDANTS, acting during periods not barred by the statute of limitations measured from the date of the filing of this complaint, purchased and sold or sold and purchased equity securities or equity security equivalents of MIDWEST, including but not limited to those described in the FIRST CLAIM FOR RELIEF, within periods of less than six months of each other while insiders and thereby a fiduciaries of MIDWEST.

19. By reason of such purchases and sales or sales and purchases of its equity securities or equity security equivalents within periods of less than six months

of one another while insiders and fiduciaries of MIDWEST, The DEFENDANTS realized profits, the exact amounts thereof being unknown to Plaintiff, which profits inure to the benefit, and are recoverable by plaintiff on behalf, of MIDWEST.

WHEREFORE, Plaintff demands judgment:

a) Requiring The DEFENDANTS to account for and to pay over to MIDWEST the short-swing profits realized and retained by them and each of them in violation of Section 16(b) of the Act, together with appropriate interest and the costs of this suit;

b) Awarding to Plaintiff her costs and disbursements including reasonable attorney's, accountants and expert witness fees; and

c) Granting to Plaintiff such other and further relief as the court may deem just and proper.

Dated: Southampton, New York
June 10, 2015

Yours, etc.

David Lopez, Esq.